

CERTIFICATE OF AMENDMENT
to
THE BY-LAWS
of
WILCHESTER OWNERS COMMITTEE

The undersigned, being the duly elected, qualified and acting Secretary of Wilchester Owners Committee (the "Committee"), a Texas non-profit corporation, does hereby certify the following amendment to the By-Laws of the Committee was approved by a majority of the members of the Committee entitled to cast a vote either in person or by proxy, at the Special Meeting of the members held on the 2nd day of March, 2000, which meeting was adjourned to the 9th day of March, 2000 at which the requisite quorum was present, and which was duly called to, among other things, amend the By-Laws of the Committee as set forth below:

Article III, Section 1 of the By-Laws of the Committee was hereby amended to read as follows:

Section 1. The members of this corporation shall be the owners of the lots in Wilchester, Sections 1, 2, 3, and 4 all subdivisions in Houston, Harris County, Texas (the "Subdivision"). In the event that a lot in the Subdivision is owned by a corporation, then an officer of that corporation shall be a member. A member shall be entitled to one vote for each lot owned in the Subdivision at any meeting of the members. An annual meeting of the members shall be held during the first calendar quarter of each year. Trustees shall be elected for a two year term of office, but a Trustee can be removed prior to that time at a special meeting of the members by a majority vote of the members present, provided a quorum is present. The affairs and business of this corporation shall be run by the Trustees. In order to accommodate the increase in the number of Trustees from five (5) to seven (7), at the 2000 annual meeting of the members, two (2) Trustees (in addition to the three (3) whose terms are expiring thereat) shall be elected to serve until the 2001 Annual Meeting. At the 2001 annual meeting of the members, four (4) Trustees will be elected for a term of two (2) years. At every annual meeting thereafter, the number of Trustees whose terms are expiring thereat shall be elected for a term of two (2) years.

Article IV, Sections 1, 2 and 8 of the By-Laws of the Committee was hereby amended to read as follows:

Section 1. The business and property of the corporation shall be managed by a Board of seven Trustees who shall be elected by the members.

Section 2. Trustees shall serve for a term of two years or until their successors in office have been elected.

Section 8. Any Trustee of the corporation may resign at any time by giving written notice to the President or to the Secretary of the corporation. Such resignation shall take effect at the date of the receipt of such notice, or at any later time specified therein,

and, unless otherwise specified herein, the acceptance of such resignation shall not be necessary to make it effective. Any or all Trustees may be removed at a special meeting of the members by a majority vote of the members present in person or by proxy, provided a quorum is present.

All other provisions of the By-Laws of the Committee shall remain in full force and effect.

TO CERTIFY WHICH WITNESS my hand on this ____ day of _____, 2000.

WILCHESTER OWNERS COMMITTEE

By: _____
Mark H. Winchell, Secretary

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

Before me, the undersigned authority, on this day personally appeared Mark H. Winchell, Secretary of Wilchester Owners Committee known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration, and in the capacity therein expressed. Given under my hand and seal of office on this ____ day of _____, 2000.

NOTARY PUBLIC – STATE OF TEXAS